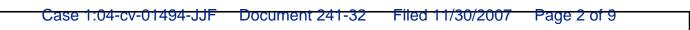
Case 1:04-cv-01494-JJF Document 241-32 Filed 11/30/2007 Page 1 of 9

# Exhibit 28





## FORM 8-K

### **NORTHWESTERN CORP - NWEC**

Filed: September 15, 2003 (period: September 12, 2003)

Report of unscheduled material events or corporate changes.

 Case 1:04-cv-01494-JJF	Document 241-32	Filed 11/30/2007	Page 3 of 9
Item 5. Other Events			
Item 7. Financial Statement	s and Exhibits		
SIGNATURES Index to Exhibits			
EX-99 (EX. 99.1-PRESS RE SEPTEMBER 12)	LEASE DATED		
SEPTEMBER 12)			

\_\_\_\_\_\_

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 12, 2003

 $\label{thm:composition} North {\tt Western Corporation} \\ ({\tt Exact name of registrant as specified in its charter})$ 

Delaware 0-692 46-0172280 (State or other jurisdiction of (Commission File Number) (IRS Employer incorporation) Identification No.)

125 South Dakota Avenue 57104 Sioux Falls, South Dakota (Zip Code) (Address of principal executive offices)

(605) 978-2908 (Registrant's telephone number, including area code)

\_\_\_\_\_\_

#### Item 5. Other Events

On September 12, 2003, NorthWestern Corporation (the "Company") issued a press release announcing that it has cancelled its stockholders' meeting because the Company did not receive sufficient votes from stockholders on the remaining proposal to amend the Company's Restated Certificate of Incorporation. The stockholders' meeting was adjourned on August 26, 2003 to allow for continued voting on the remaining proposal. The press release is included as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 7. Financial Statements and Exhibits

EXHIBIT NO. DESCRIPTION OF DOCUMENT

99.1\* Press Release of NorthWestern Corporation dated September 12, 2003

\* filed herewith

### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NorthWestern Corporation

By: /s/ Gary G. Drook

-----

Gary G. Drook

President and Chief Executive Officer

Date: September 12, 2003

3

Index to Exhibits

EXHIBIT NO. DESCRIPTION OF DOCUMENT

99.1\* Press Release of NorthWestern Corporation dated September 12, 2003

\* filed herewith

4

</TEXT>
</DOCUMENT>

[GRAPHIC OMITTED]

EXHIBIT 99.1

News Release NYSE:NOR

Contacts:

Investors/Media:

Roger Schrum 605-978-2848

roger.schrum@northwestern.com

\_\_\_\_\_\_

NORTHWESTERN CANCELS ADJOURNED STOCKHOLDERS' MEETING; PROPOSAL TO AMEND CERTIFICATE OF INCORPORATION IS NOT APPROVED

\_\_\_\_\_\_

SIOUX FALLS, S.D. - Sept. 12, 2003 - NorthWestern Corporation (NYSE:NOR) today reported that it has cancelled its previously adjourned stockholders' meeting because the Company did not receive sufficient votes from stockholders on a proposal to amend the Company's Restated Certificate of Incorporation.

The stockholders meeting was adjourned on Aug. 26, 2003, to allow for continued voting on the proposal. However, as of today, the Company had received 17,344,109 votes for the proposal. Passage of the proposal required a majority approval of the outstanding stock of the corporation or 18,840,049 million votes.

The proposal would have approved amendments to and a restatement of the Company's Restated Certificate of Incorporation that would have included authorizing an increase in the number of shares of common stock from 50 million shares to 250 million shares and authorizing issuance of up to 50 million shares of new preferred stock. The Company was seeking the authority to issue additional shares as part of its effort to restructure debt.

Gary G. Drook, President and CEO of NorthWestern Corporation, said, "We are very disappointed that we were unable to obtain shareholder approval of this proposal. This proposal was one of the necessary preconditions to provide the Company the ability to restructure its debt outside of bankruptcy. As we have stated, we are examining the possibility of seeking protection under Chapter 11 - an option that would enable us to continue to operate our business normally while we develop a financial restructuring plan that attracts the support of our creditors. Our primary business mission remains being a stable and reliable provider of electricity and natural gas to our customers."

About NorthWestern

NorthWestern Corporation is one of the largest providers of electricity and natural gas in the Upper Midwest and Northwest, serving more than 598,000 customers in Montana, South Dakota and

Nebraska. NorthWestern also has investments in Expanets, Inc., a nationwide provider of networked communications and data services to small and mid-sized businesses; and Blue Dot Services Inc., a provider of heating, ventilation and air conditioning services to residential and commercial customers.

###

2

</TEXT>
</DOCUMENT>

Created by 10KWizard <u>www.10KWizard.com</u>

Source: NORTHWESTERN CORP, 8-K, September 15, 2003